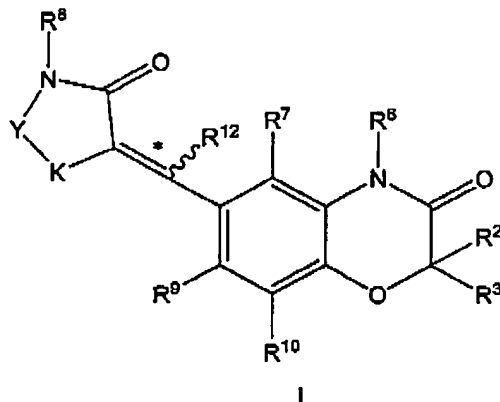


Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof;

wherein R² and R³ are independently selected from H or -CH₃,

wherein R⁶ is selected from the group consisting of H, a -C(O)-C₁₋₉alkyl, a C₃₋

gycycloalkyl, a -C(O)-C₁₋₃alkylene-C₃₋₈cycloalkyl, a (C₁₋₆alkyl)-C₃₋₈ cycloalkyl,

a -O-CH₂-C₃₋₈cycloalkyl, a group of formula -A-B-L, and a group of formula -X-V-U-T,

wherein A is absent, or -O-,

wherein B is a C₁₋₆alkylene,

wherein L is -OR²⁴, -C(O)R²⁴, -OC(O)R²⁴, -C(O)OR²⁴, -SO₂-R²⁴, -

NHC(O)R²⁴, -NR²⁴R²⁶, -C(O)-NR²⁴R²⁶, -OC(O)NR²⁴R²⁶, -

NC(O)OR²⁴, a 3- to 8-membered heterocycloalkyl, a 6- to 11-

membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged

bicyclic heterocycloalkyl, a 5-membered heteroaryl, a

6-membered heteroaryl, an 8-to 12-membered bicyclic

heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered

bicyclic aryl;

wherein R²⁴ and R²⁶ are independently selected from the group

consisting of: a C₁₋₆alkyl, phenyl, naphthalenyl or a 9-

to 12-membered bicyclic aryl, a 5-membered heteroaryl,

a 6-membered heteroaryl, an 8-to 12-membered bicyclic

heteroaryl, a C₁₋₆alkylene-phenyl, C₁₋₆alkylene-naphthalenyl or a C₁₋₆alkylene-(9- to 12-membered bicyclic aryl), a C₁₋₆alkylene(5-membered heteroaryl), C₁₋₆alkylene(6-membered heteroaryl), a C₁₋₆alkylene(8- to 12-membered bicyclic heteroaryl), C₁₋₆alkylene-(3- to 8-membered heterocycloalkyl), C₁₋₆alkylene-(6- to 11-membered bicyclic heterocycloalkyl), C₁₋₆alkylene-(6- to 9-membered bridged bicyclic heterocycloalkyl), and H;

wherein X is C₁₋₃ alkylene, -O-C₁₋₃ alkylene, -C₁₋₃alkylene-CO-, -C₁₋₃alkylene-C(O)O-, -C₁₋₃alkylene-C(O)-CH₂-, -C₁₋₃alkylene-O-, -C₁₋₃alkylene-S(O)-, -C₁₋₃alkylene-S-, or -C₁₋₃alkylene-SO₂;

wherein V is a 9- to 12-membered bicyclic arylene, a naphthalenylene, a phenylene, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a 3- to 8-membered heterocycloalkylene, a 6- to 11-membered bicyclic heterocycloalkylene, or a 6- to 9-membered bridged bicyclic heterocycloalkylene;

wherein U is -CO-, -O-, -CH₂-O-, a C₁₋₃ alkenylene, -(CH₂)_m-, -O-CH₂-, NH-, or is absent,

wherein m is an integer from 1 to 3;

wherein T is a C₃₋₈cycloalkyl, a 9- to 12-membered bicyclic aryl, a naphthalenyl, a phenyl, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a piperiziny, a pyridinyl, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a piperidinyl, a morpholinyl, or an aza-spiro[5.5]undecyl;

wherein R⁷ is H, F, CF₃, or CH₃;

wherein R⁸ is H, -CH₂COOH, phenyl, -CH₃, a C₁₋₆alkyl, or a C₂₋₆alkenyl;

wherein Y is C(O), or C(S);

wherein K is NH, O, CH₂, or S;

wherein R⁹ is H, F, CF₃, or CH₃;

wherein R¹⁰ is H, -O-C₁₋₃alkyl, a C₁₋₃alkyl, NO₂, NR¹⁶R¹⁸, a S-C₁₋₃alkyl, F or Cl,

wherein R¹⁶ and R¹⁸ are independently selected from the group consisting of: H and C₁₋₃alkyl;

wherein R¹² is H, or C₁₋₃alkyl; and

wherein the stereochemistry of the double bond denoted "*" is E or Z.

2. (previously presented) The compound of Claim 1, wherein R², R³, R⁷, R⁸, R⁹, R¹⁰, and R¹² are H.
3. (original) The compound of Claim 2, wherein X is a C₁₋₃alkylene, and V is a phenylene, naphthalenylene, or a 9- to 12-membered bicyclic arylene.
4. (original) The compound of Claim 2, wherein X is a C₁₋₃alkylene, and V is a 5-membered heteroarylene, a 6-membered heteroarylene, or an 8- to 12-membered bicyclic heteroarylene.
5. (original) The compound of Claim 4, wherein V is selected from the group consisting of a 2-thienylene, a 3-thienylene, a 2-furanylene, a 3-furanylene, a pyrimidinylene and a pyridinylene.
6. (original) The compound of Claim 2, wherein A is absent, B is a C₁₋₃alkylene, wherein L is a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered bicyclic aryl.
7. (original) The compound of Claim 6, wherein B is a C₁₋₃alkylene and L is a phenyl.
8. (original) The compound of Claim 2, wherein K is S, Y is C(O), and R⁶ is H.
9. (original) The compound of Claim 2, wherein K is S, Y is C(S), and R⁶ is H.
10. (original) The compound of Claim 2, wherein K is NH, Y is C(O) and R⁶ is H.
11. (original) The compound of Claim 2, wherein said compound is selected from the group consisting of:

4-(4-tert-Butyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(2,6-Di-tert-butyl-pyridin-4-ylmethyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

6-(Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-[2-(4-trifluoromethyl-phenyl)-ethyl]-4H-benzo[1,4]oxazin-3-one;

4-(4-Methanesulfonyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-(3-tert-Butyl-5-hydroxymethyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(3,5-Di-tert-butyl-4-hydroxy-benzyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

5-[4-[4-(4-Methyl-piperazin-1-ylmethyl)-benzyl]-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

4-Cyclohexylmethyl-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-[3-tert-Butyl-5-(morpholine-4-carbonyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[1-[4-(3-tert-Butyl-5-morpholin-4-ylmethyl-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl]-meth-(Z)-ylidene]-thiazolidine-2,4-dione;

4-(3,5-Difluoro-4-hydroxy-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;

5-[4-(3-Chloro-4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione; and

4-(1-tert-Butyl-5-methyl-1H-pyrazol-3-ylmethyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.

12. (canceled)

13. (canceled)

14. (canceled)

15. (previously presented) The compound of Claim 1, wherein R¹⁰ is methoxy, and R², R³, R⁷, R⁸, R⁹, and R¹² are H.

16. (previously presented) The compound of Claim 1, wherein R¹⁰ is methyl, and R², R³, R⁷, R⁸, R⁹, and R¹² are H.
17. (previously presented) The compound of Claim 1, wherein R⁷ and R¹⁰ are methyl, and R², R³, R⁸, R⁹, and R¹² are H.
18. (previously presented) The compound of Claim 1, wherein R¹⁰ is chloro, and R², R³, R⁷, R⁸, R⁹, and R¹² are H.
19. (previously presented) The compound of Claim 1, wherein R¹⁰ is fluoro, and R², R³, R⁷, R⁸, R⁹, and R¹² are H.
20. (original) The compound of Claim 19, wherein said compound is selected from the group consisting of:
4-(3-Methanesulfonyl-benzyl)-6-[4-oxo-2-thioxo-thiazolidin-(5Z)-yildenemethyl]-4H-benzo[1,4]oxazin-3-one;
5-[1-{4-[3-tert-Butyl-5-(1-hydroxy-1-methyl-ethyl)-benzyl]-8-fluoro-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl}-meth-(Z)-ylidene]-thiazolidine-2,4-dione;
8-Fluoro-4-[4-(1-hydroxy-1-methyl-ethyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-yildenemethyl)-4H-benzo[1,4]oxazin-3-one;
5-[8-Fluoro-4-(4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione;
4-(3-Chloro-4-fluoro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-oxazolidin-5-yildenemethyl)-4H-benzo[1,4]oxazin-3-one;
8-Fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-yildenemethyl)-4-quinolin-6-ylmethyl-4H-1,4-benzoxazin-3-one; and
4-(3,4-Dichloro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-yildenemethyl)-4H-benzo[1,4]oxazin-3-one.
21. (previously presented) The compound of Claim 1, wherein R² is methyl, and R³, R⁷, R⁸, R⁹, R¹⁰, and R¹² are H.
22. (canceled)
23. (canceled)

- 24. (canceled)
- 25. (canceled)
- 26. (canceled)
- 27. (canceled)
- 28. (canceled)
- 29. (canceled)
- 30. (original) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.
- 31. (previously presented) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of any one of Claims 1-11 or 15-21 and a pharmaceutically acceptable carrier.